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ACCOUNT NO. : 072100000032

REFERENCE : 222662 8437A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : January 15, 1997

ORDER TIME : 10:04 AM

ORDER NO. : 222662-005

CUSTOMER NO: 8437A

CUSTOMER: Ms. Maritza Depuzo
BAUR MILLER & WEBNER, PA
305-377-3561
21st Floor New World Tower
100 North Biscayne Boulevard
Miami, FL 33132

FILED
97 JAN 15 PM 1:05
SEC. OF STATE
TALLAHASSEE, FLORIDA

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****122.50 ****122.50

DOMESTIC FILING

NAME: INDUSTRIAS NOEL U.S.A. CO.
English: INDUSTRIES NOEL U.S.A. Co.

EFFECTIVE DATE:

↳ per Ms. Depuzo

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS: _____

KR
1.15.97

**ARTICLES OF INCORPORATION
OF
INDUSTRIAS NOEL U.S.A. CO.**

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SECRET
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I.

NAME

The name of the corporation shall be:

INDUSTRIAS NOEL U.S.A. CO.

The principal place of business of this corporation or mailing address initially shall be 100 N. Biscayne Blvd., 21st Floor New World Tower, Miami, FL 33132.

ARTICLE II.

NATURE OF BUSINESS

This corporation may engage in or transact any and all lawful activities or business for which corporations may be incorporated under the Florida Business Corporation Act and that are permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation. In addition, and without limiting the generality of the foregoing, this corporation may engage in the following activities in particular:

A. Food industry activities in general, and in particular the sale, distribution, importation, exportation and general marketing of food products manufactured by the corporation or other manufacturers and also of raw materials or ingredients used in the food industry.

B. The production or manufacture of materials for human consumption and/or substances used as ingredients in food products, such as refined cereals, edible oils, vegetable or animal lard, malt, dried fruits and canned fruits, flours, seed products, tea, coffee, chocolate, sagu; preserved meat, fruit, vegetables or spices, condiments, aromatic herbs, sugars, salt, honeys, bakery products, pastry and candy products, lactic products, curd, meats, fish, sea food; game birds and animals, fresh or in conserve (as authorized by law), eggs, vinegar, pasta products, chicory, herbs and substances for infusions and hot or cold drinks, fruit and vegetable juices, and feed for animals.

C. Investment or other use of resources and funds in any of the means authorized by law, for the purpose of carrying out any legal economic activity even though not directly related with food production, the marketing of the corporation's products and/or of raw materials or ingredients for the manufacture of food.

In connection with its purpose, the corporation may acquire, encumber, limit or dispose of ownership rights relating to realty and personalty, factories, industrial installations and equipment used in connection with the above-mentioned activities; promote and form legal entities whether or not as subsidiaries or branches, or work

in conjunction with companies or firms already existing of whatever legal form the purpose of which is similar or complementary to the above purposes and that facilitate such purposes; contribute to such entities all or part of its assets, merge with or absorb such entities; finance and develop, by whatever means are judged adequate, the production of necessary or useful raw materials for the production of its goods; establish and operate directly, or form in collaboration with third parties, promote, develop and finance companies or firms for the manufacture of equipment and machinery used in the manufacture of the corporation's products or in the elaboration and processing of raw materials used for the same; acquire real or personal property, tangible or intangibles, securities or other instruments that in the opinion of the Board of Directors, are apt for the profitable and short term use of funds or monies not immediately necessary for the development of the corporation's business, provided that in the latter case, the securities in question offer immediate liquidity; participate in the promotion, establishment and financing of companies or other forms of legal entities authorized by law for the purpose of carrying out the purposes set forth in Paragraph "C" of this Article; issue bonds and take out loans or credit facilities, as borrower or lender, for the development or exploitation of the entities, activities and operations described in the present Article; and, in general, carry out all acts and enter into all types of contracts, civil or commercial, as principal or otherwise, that are directly related with the business or activities that constitute the corporate purpose, and carry out all acts having as their goal the exercise of rights and fulfillment of obligations deriving by law or contract from the existence of the corporation and the carrying out of its activities.

ARTICLE III.

CAPITAL STOCK

The aggregate number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock, all of one class, having a par value of \$10.00 per share.

ARTICLE IV

ADDRESS

The street address of the initial registered office of the corporation is 100 N. Biscayne Blvd., 21st Floor, New World Tower, Miami, FL 33132.

The name of the initial registered agent of the corporation at that address is Frederick Woodbridge, Jr.

ARTICLE V

TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI.

DIRECTORS

This corporation shall have three (3) directors, initially. The names and street addresses of the initial members of the Board of Directors are:

Rafael Mario Villa-Moreno
c/o Baur, Miller & Webner, P.A.
100 N. Biscayne Blvd., 21st Fl.
Miami, FL 33132-2306

Carlos Mario Giraldo-Moreno
c/o Baur, Miller & Webner, P.A.
100 N. Biscayne Blvd., 21st Fl.
Miami, FL 33132-2306

Orlando Jiménez-López
c/o Baur, Miller & Webner, P.A.
100 N. Biscayne Blvd., 21st Fl.
Miami, FL 33132-2306

ARTICLE VII.

INCORPORATOR

The name and street address of the incorporator executing these Articles of Incorporation is:

Frederick Woodbridge, Jr., Esq.
100 N. Biscayne Blvd.
21st Floor New World Tower
Miami, FL 33132

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles for the uses and purposes therein stated.



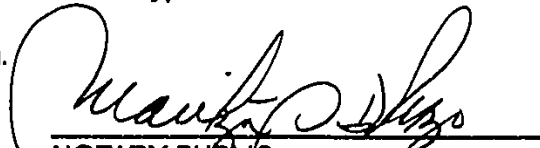
Frederick Woodbridge, Jr.
Incorporator

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 14th day of January, 1997, by Frederick Woodbridge, Jr.,

- ☒ who is personally known to me
☐ who has produced identification
and ☐ did / ☒ did not take an oath.

Type:



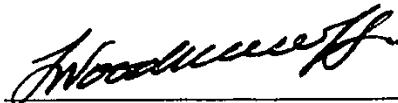
NOTARY PUBLIC
State of Florida at Large
Commission No.
My Commission Expires:

INDUSTRIAS NOEL U.S.A. CO.

ACCEPTANCE TO SERVE AS REGISTERED AGENT

The undersigned, FREDERICK WOODBRIDGE, Jr., having been named registered agent to accept service of process for the above-named corporation, at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 607.0505, Florida Statutes.

DATED this 14th day of January, 1997.



Frederick Woodbridge, Jr.

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